

Hearing to Consider Entry of Bidding Procedures and APA Assumption Order

Objection Deadline: June 27, 2016 at 4:00 p.m. (Eastern Time)

Proposed Hearing Date and Time: July 5, 2016 at 10:00 a.m. (Eastern Time)

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*Proposed Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
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Gawker Media LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
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Debtors. : (Joint Administration Requested)
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Re: Docket No. 21

**NOTICE OF DEBTORS' MOTION FOR (I) AN ORDER (A) AUTHORIZING
AND APPROVING BIDDING PROCEDURES, BREAKUP FEE AND EXPENSE
REIMBURSEMENT, (B) AUTHORIZING AND APPROVING THE DEBTORS'
ENTRY INTO AND ASSUMPTION OF THE STALKING HORSE ASSET
PURCHASE AGREEMENT, (C) APPROVING NOTICE PROCEDURES, (D)
SCHEDULING A SALE HEARING AND (E) APPROVING PROCEDURES FOR
ASSUMPTION AND ASSIGNMENT OF CERTAIN CONTRACTS AND LEASES
AND DETERMINING CURE AMOUNTS AND (II) AN ORDER (A)
AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS'
ASSETS FREE AND CLEAR OF ALL CLAIMS, LIENS, RIGHTS, INTERESTS
AND ENCUMBRANCES, (B) APPROVING THE ASSET PURCHASE
AGREEMENT AND (C) AUTHORIZING THE DEBTORS TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

¹ The last four digits of the taxpayer identification numbers of the Debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). The offices of Gawker Media and GMGI are located at 114 Fifth Avenue, 2d Floor, New York, NY 10011. Kinja's offices are located at Andrassy ut 66. 1062 Budapest, Hungary.

PLEASE TAKE NOTICE that Gawker Media LLC, Gawker Media Group, Inc., and Kinja Kft., the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed on the date hereof the *Debtors’ Motion for (I) an Order (A) Authorizing and Approving Bidding Procedures, Breakup Fee and Expense Reimbursement, (B) Authorizing and Approving the Debtors’ Entry Into and Assumption of the Stalking Horse Asset Purchase Agreement, (C) Approving Notice Procedures, (D) Scheduling A Sale Hearing and (E) Approving Procedures for Assumption and Assignment of Certain Contracts and Leases and Determining Cure Amounts and (II) an Order (A) Authorizing the Sale of Substantially All of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests and Encumbrances, (B) Approving the Asset Purchase Agreement and (C) Authorizing the Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases* [Docket No. 21] (the “Sale Motion”).

PLEASE TAKE FURTHER NOTICE that responses or objections to the Sale Motion and the relief requested therein with respect to the requested entry of the Bidding Procedures and APA Assumption Order, if any, must be made in writing and: (i) be filed with the Bankruptcy Court no later than **June 27, 2016 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”); and (ii) be served so as to be actually received no later than the Objection Deadline by the following parties:

- a. The Debtors: Gawker Media Group, Inc., 114 Fifth Avenue, 2d Floor, New York, NY 10011; Attn: Heather Dietrick;
- b. Proposed counsel to the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036; Attn: Gregg M. Galardi, Esq. and Jonathan P. Gill, Esq.;

- c. The proposed investment banker to the Debtors, Houlihan Lokey, Inc., 123 North Wacker Dr., 4th Floor, Chicago, IL 60606; Attn: Reid Snellenbarger;
- d. The Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014; Fax: (212) 668-2255; Attn: Greg M. Zipes and Susan Arbeit;
- e. Counsel to the Stalking Horse Bidder, Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004; Attn: Michael H. Torkin, Esq. and Alexa J. Kranzley, Esq., Fax: (212) 291-9376;
- f. Counsel to the Prepetition First Lien Lender, Riemer & Braunstein LLP, Seven Times Square, Suite 2506, New York, NY 10036; Attn: Steven E. Fox, Esq. and Alexander G. Rheaume, Esq.;
- g. Counsel to the Prepetition Second Lien Lender, Latham & Watkins LLP, 330 North Wabash Avenue, Chicago, IL 60611; Attn: David S. Heller, Esq.; and Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022; Attn: Keith A. Simon, Esq.;
- h. Counsel to the DIP Agent, Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022; Attn: Adam Harris and Frederic Ragucci;
- i. Counsel to the official committee of unsecured creditors appointed in these bankruptcy cases, if any;
- j. The entities listed on the Consolidated List of Creditors Holding the 20 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); and
- k. All parties that have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that a hearing on the Sale Motion, solely with respect to the requested entry of the Bidding Procedures and APA Assumption Order, will be held before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge for the Southern District of New York, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 723, New York, New York 10004 (the “Bankruptcy Court”), on **July 5, 2016 at 10:00 a.m. (Eastern Time)**, or such other date and time that the Bankruptcy Court may later direct.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the Sale Motion, with proof of service, is filed with the Bankruptcy Court and a courtesy copy delivered to the Honorable Stuart M. Bernstein’s chambers by the Objection Deadline, the Debtors may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed Bidding Procedures and APA Assumption Order attached to the Sale Motion, which order may be entered with no further notice or opportunity to be heard.

Dated: June 13, 2016
New York, New York

/s/ Gregg M. Galardi
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